SHARTSIS FRIESE LLP
ZESARA C. CHAN (Bar #136302)
TRACY A. DONSKY (Bar #197114)
One Maritime Plaza, 18th Floor
San Francisco, California 94111-3598
Telephone: (415) 421-6500
Facsimile: (415) 421-2922

Attorneys for Defendants
MARTINDALE-HUBBELL AND
LEXIS/NEXIS, divisions of
REED ELSEVIER, INC.

SHARTSIS FRIESE LLP
ONE MARITIME PLAZA
EIGHTEENTH FLOOR
SAN FRANCISCO, CALIFORNIA 94111-3598

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

INHERENT.COM aka INHERENT, Plaintiff, v. MARTINDALE-HUBBELL, LEXIS/NEXIS INC. and DOES 1 through 200 inclusive, Defendants.	No. C 05 3515 MHP **DECLARATION OF MARK E. DUCKSTEIN IN SUPPORT OF DEFENDANTS' MOTION TO DISMISS OR, IN THE ALTERNATIVE, TRANSFER THE ACTION** Date: October 31, 2005 Time: 2:00 p.m. Courtroom: 15 Judge: Honorable Marilyn H. Patel Complaint Filed: July 29, 2005

I, MARK E. DUCKSTEIN, declare.

1. I am a member of the law firm Sills Cummis Epstein & Gross P.C., I am admitted to practice before the State and federal court of New Jersey, and I am a member in good standing of those bars. I have personal knowledge of the facts stated herein, except where otherwise stated, and if called as a witness, I could and would competently testify thereto under oath.

2. I submit this Declaration in support of the motion by defendants Martindale-Hubbell ("MH") and LexisNexis ("LN") to dismiss this matter or, in the alternative, to transfer the case to the United District Court for the District of New Jersey, where there is presently pending a lawsuit involving the same facts, circumstances, and claims set forth by plaintiff Inherent, Inc. ("ICI") in

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this matter, and which was filed approximately two weeks prior to the institution of this case.

3. ICI's assertion that a binding contract exists between ICI and MH, and that MH is legally obligated to purchase ICI, are in direct contravention to the express terms of the non-binding Letter of Interest signed by the parties (which is the document upon which ICI's claims in this matter are based). Accordingly, on July 18, 2005, I filed a Complaint in the Superior Court of New Jersey on behalf of Reed Elsevier, Inc. ("RE"), of which MH is a division, against ICI (the "New Jersey Action"). In the New Jersey Action, RE is seeking a declaratory judgment that MH's termination of the discussions with ICI concerning the possibility of a business transaction between the companies is not a breach of the non-binding Letter of Interest. A copy of the Complaint in the New Jersey Action is attached hereto as Exhibit A.

4. On the same day that the Complaint was filed in the Superior Court of New Jersey, I sent a copy of the Complaint by facsimile transmission to Patrick Catalano, Esq., the San Francisco-based attorney retained by ICI with respect to this dispute. A copy of my letter to Mr. Catalano providing him with notice of the filing of the New Jersey action is attached hereto as Exhibit B.

5. Late in the day on July 18, 2005, after he had received my transmission providing him with notice of the institution of the New Jersey action, Mr. Catalano called me to discuss the parties' dispute. During our conversation, Mr. Catalano advised me that, notwithstanding our having instituted a declaratory judgment action in New Jersey seeking to adjudicate the parties rights and responsibilities (if any) with respect to the non-binding Letter of Interest, he was going to file a similar lawsuit on behalf of ICI in California. I advised Mr. Catalano that any such filing would be improper since a case was already pending and, in any event, this matter has absolutely no connection with the State of California.

6. On July 20, 2005, I effectuated service of process upon ICI by mailing a copy of the Summons and Complaint in the New Jersey action, by certified mail/return receipt requested and also by regular mail, to ICI's corporate headquarters in Portland Oregon. A copy of the cover letter sent to ICI for the purpose is attached hereto as Exhibit C.

7. ICI acknowledged receipt of the service of process related to the New Jersey action

SHARTSIS FRIESE LLP
ONE MARITIME PLAZA
EIGHTEENTH FLOOR
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on July 22, 2005. A copy of the signed return receipt is attached hereto as Exhibit D.

8. On July 29, 2005, ICI, through Mr. Catalano, filed an action in the Superior Court of California for the County of San Francisco. A copy of ICI's Complaint, which is almost identical in substance to the Complaint filed by MH in New Jersey, is attached hereto as Exhibit E.

9. On August 16, 2005, ICI removed the New Jersey action instituted by MH to the United States District Court for the District of New Jersey. A copy of ICI's removal papers are attached hereto as Exhibit F.

10. Shortly thereafter, on August 19, 2005, ICI filed a motion to dismiss the New Jersey federal court action on the grounds that such court does not have personal jurisdiction over ICI, or to transfer the matter pursuant to 28 U.S.C. § 1404 or § 1406 on the grounds that venue is more appropriately laid in the United States District Court for the Northern District of California. ICI's motion before the United States District Court for the District of New Jersey is presently returnable on September 26, 2005.

I declare under penalty of perjury that the foregoing is true and correct.

Executed at on September 6, 2005.

MARK E. DUCKSTEIN

SHARTSIS FRIESE LLP
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EIGHTEENTH FLOOR
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